

14 May 2015

Subject: Notice of the Extraordinary General Shareholders' Meeting No. 1/2015

To: Shareholders

- Enclosures:**
1. Copy of the minutes of the 2015 Annual General Meeting of Shareholders
 2. Form of capital increase report (Form 53-4)
 3. Indicative terms of the issuance of rights warrants to purchase ordinary shares in the Company ("RML-W4")
 4. Information of the members of Independent directors who may be authorised by shareholders to be their Proxies at the Extraordinary General Meeting of Shareholders No. 1/2015
 5. The Company's Articles of Association specifically related to shareholders' meeting and voting
 6. List of documents and evidence verifying the identity of shareholder which a shareholder or its proxy shall present on the date of the shareholders' meeting
 7. Map of the venue of the Extraordinary General Meeting of Shareholders No. 1/2015
 8. Proxy form

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2015 of Raimon Land Public Company Limited be held on **Friday 29th May 2015, at 9:30 a.m., at Siam Kempinski Hotel Bangkok, 991/9 Rama I Road, Pathumwan, Bangkok** to consider the following agendas:

Agenda 1: To certify the minutes of the 2015 Annual General Meeting of Shareholders

Facts and rationale

The 2015 Annual General Meeting of Shareholders was held on 27th April 2015, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand ("SET") within 14 days from the date of the meeting pursuant to the relevant laws. The Company has also disseminated such minutes via the Company's website for another means of access by shareholders. In this regard, it appears that no shareholder opposed or requested for any amendment to such minutes. Details of which are as per **Enclosure 1**.

Board's opinion

The Board recommends that the minutes of the 2015 Annual General Meeting of Shareholders, be certified by the Extraordinary General Meeting of Shareholders No. 1/2015.

Agenda 2: To consider and approve the reduction of the Company's registered capital by cancelling authorised but unissued shares and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the capital reduction

Facts and rationale

Section 136 and 140 of the Public Companies Act B.E. 2535 require that the Company's reduces its capital by cancelling authorised but unissued shares, which were not reserved for the exercise of warrants or conversion of convertible debentures, before capital increase.

Currently the Company's registered capital equals to Baht 4,558,280,156 divided into 4,558,280,156 shares at the par value of Baht 1 each with the paid up capital of Baht 3,575,424,125 divided into 3,575,424,125 at the par value of Baht 1 each. However the Company has 982,856,031 authorized but unissued shares at the par value of Baht 1 each ("**Reserved Shares**") which were allotted to reserve for the exercise of the Company's warrants (series 3) issued to the Company's shareholders ("**RML-W3**") in accordance with the resolution of the 2012 Annual General Meeting of Shareholders held on 25 April 2012. There remains 15,716 unissued units of RML-W3, therefore, the Company no longer requires the Reserved Shares. As such, the Company will reduce its registered capital by cancelling such authorised but unissued shares before its capital increase and, the Company is required to amend Clause 4 of the Company's Memorandum of Association so as to reflect the capital reduction according to the following details:

Clause 4. Registered Capital	Baht 4,558,264,440	(Baht Four Thousand Five Hundred and Fifty Eight Million Two Hundred and Sixty Four Thousand Four Hundred and Forty)
Divided into	4,558,264,440 shares	(Four Thousand Five Hundred and Fifty Eight Million Two Hundred and Sixty Four Thousand Four Hundred and Forty Shares)
With the par value of	Baht 1.00	(Baht One) each
Categorised into:		
Ordinary shares	4,558,264,440 shares	(Four Thousand Five Hundred and Fifty Eight Million Two Hundred and Sixty Four Thousand Four Hundred and Forty Shares)
Preference shares	- None -	(-)

Board's opinion

The Board recommends that the reduction of the Company's registered capital by cancelling 15,716 authorized but unissued shares from the current registered capital of Baht 4,558,280,156 to be the new registered capital of Baht 4,558,264,440 divided into 4,558,264,440 shares at the par value of Baht 1 each and the amendments to Clause 4 of the Company Memorandum of Association so as to reflect the capital reduction, be approved by the Extraordinary General Meeting of Shareholders No. 1/2015 as detailed above.

Agenda 3: To consider and approve the issue of warrants to purchase ordinary shares in the Company to the Company's existing shareholders

Facts and rationale

The Company wishes to issue of up to 893,856,031 units of warrant for the purchase of ordinary shares of the Company (the Warrants) to the Company's existing shareholders by way of rights issue ("**RML-W4**") at the ratio of 4 existing shares to 1 unit of warrant with no consideration. The term of RML-W4 equals to 3 years from its issuing date with the exercise ratio of 1 unit of RML-W4 to 1 ordinary share and exercise price of Baht

1.97 per share (subject to the adjustment of exercise price and ratio under the adjustment conditions). The indicative terms of RML-W4 are set out in the **Enclosure 3** and sent to the shareholders together with this notice .

Board's opinion

The Board recommends that the issue of up to 893,856,031 units of warrant to the existing shareholders by way of right issue (or RML-W1) according to the above details, be approved by the Extraordinary General Meeting of Shareholders No. 1/2015.

Agenda 4:

To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase

Facts and rationale

The Company wishes to increase its registered capital for working capital, investment, repayment of debts and other activities as appropriate. The objectives of the capital increase and plans for utilising proceeds received from the capital increase are set out in Form of capital increase report (Form 53-4) and sent to the shareholders together with this notice as **Enclosure 2**. The Company will increase its registered capital by another Baht 1,251,397,560 by issuing 1,251,397,560 new ordinary shares at the par value of Baht 1 each from the existing registered capital of Baht 4,558,264,440 to be the new registered capital of Baht 5,809,662,000 divided into 5,809,662,000 ordinary shares at the par value of Baht 1 each. In addition, Clause 4. of the Company's Memorandum of Association must also be amended so as to reflect the increase of the registered capital mentioned above according to the following details:

Clause 4. Registered capital	Baht 5,809,662,000	(Baht Five Thousand Eight Hundred and Nine Million Six Thousand Six Hundred and Sixty Two Thousand)
Divided into	5,809,662,000 Shares	(Five Thousand Eight Hundred and Nine Million Six Thousand Six Hundred and Sixty Two Thousand Shares)
With the par value of	Baht 1 each	(Baht one each)
Categorised into		
Ordinary shares	5,809,662,000 Shares	(Five Thousand Eight Hundred and Nine Million Six Thousand Six Hundred and Sixty Two Thousand Shares)
Preferred shares	- shares	(-)

Board's opinion

The Board recommends that the increase of the registered capital of the Company by another Baht 1,251,397,560 by issuing 1,251,397,560 new ordinary shares at the par value of Baht 1 each from the existing registered capital of Baht 4,558,264,440 to be the new registered capital of Baht 5,809,662,000 divided into 5,809,662,000 ordinary shares at the par value of Baht 1 each and the amendments to Clause 4. of the Company's Memorandum of Association as to reflect the increase of the registered capital according to the above details, be approved by the Extraordinary General Meeting of Shareholders No. 1/2015.

Agenda 5: To consider and approve the allotment of the Company's new ordinary shares

Facts and rationale

Due to the Company's increase of the registered capital for another Baht 1,251,397,560 by issuing 1,251,397,560 new ordinary shares at the par value of Baht 1 each, as per the details in the Agenda item no. 4 above, the Company must proceed with the allotment of 1,251,397,560 new ordinary shares at the par value Baht 1 each for the purpose of the capital increase in form of general mandate and the reservation of new share for the exercise of the rights warrants ("RML-W4") as proposed to the consideration of the shareholder's meeting in Agenda item no. 3. The details of the allotment are as follows:

- (1) To allot 357,541,529 new ordinary shares at the par value of Baht 1 each in form of general mandate for offering to the specified investor(s) by way of private placement in accordance with the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 (and its amendment) regarding Applications and Permissions for Offer of New Shares with the offer price of not less than 90 per cent of the market price but not lower than Baht 2. The market price will be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the Board of Directors approves to offer the new shares which will be the date before offering date of the new shares to such investor(s).

The allotment of such new shares approximately equals to 10 per cent of the total issued shares in the Company as at the date that the Board of Directors approves the capital increase in form of general mandate. The total issued shares of the Company equal 3,575,424,125 shares. The Board of Directors is authorized to allot such new shares in one or several tranches from time to time but such allotment must be completed on or before the date that the Company held its next annual general meeting of shareholders or the date that the law requires the Company to hold its next annual general meeting of shareholders, whichever is earlier, as well as to determine the details of the allotment such as subscription/offer price, terms, subscription/offering period, other relevant details of the allotment of such new shares including the determination of "market price" in accordance with the relevant notification of the SEC.

If the Company offers such new share to the investor(s) which is considered as connected person(s) under the relevant notification of the Capital Market Supervisory Board and the notification of the SET, it will comply with and will disclose information in order to comply with the requirements of the relevant notification.

- (2) To allot 893,856,031 new ordinary shares to reserve for the exercise of the warrants to be issued to the existing shareholders by way of rights issue (RML-W4). If any shares remaining as a result of the non-exercise of RML-W4, the Company will propose this matter to a shareholders' meeting for further consideration.

Board's opinion

The Board recommends that the allotment of 1,251,397,560 new ordinary shares at the par value Baht 1 for the purpose of the capital increase in form of general mandate and exercise of the rights warrants ("RML-W4") as proposed to the consideration of the shareholders' meeting in Agenda item no. 3, according to the above details, be approved by the Extraordinary General Meeting of Shareholders No. 1/2015.

Agenda 6: To consider any other business (if any)

We hereby invite you to attend the Meeting on the date, time and venue as stated above. Any shareholder who wishes to appoint a proxy to attend and vote on his/her behalf at the Meeting is kindly requested to complete the attached proxy form and submit the completed proxy form to the Chairman of the Meeting before attending the Meeting. Thank you.

Yours faithfully,
Raimon Land Public Company Limited



(Miss Nuch Kalyawongsa)
Executive Director

Remarks:

Any shareholder who cannot attend the Extraordinary General Meeting of Shareholders No. 1/2015 by himself/herself may appoint **Mr. Kitti Gajanandana** or **Mr. Siri Ganjarerndee**, the Directors and the members of Audit Committee of the Company or any person, as proxy to attend and vote on his/her behalf at the Extraordinary General Meeting of Shareholders No. 1/2015 by sending the duly completed proxy form to **Raimon Land Public Company Limited at No. 62 Langsuan Road, 22nd Floor, Unit 2201-3, The Millennia Tower, Lumpini Sub-district, Pathumwan District, Bangkok 10330**. (Proxy Form and the information of the members of independent directors of the Company who may be appointed by the shareholders to attend and vote on his/her behalf at the Extraordinary General Meeting of Shareholders No. 1/2015 are as per **Enclosures 4 and 8**).

Minutes of the 2015 Annual General Meeting of Shareholders

Raimon Land Public Company Limited

Date, Time and Place

The Meeting was held on 27 April 2015 at 9:30 a.m. at Ballroom, First Floor, Conrad Hotel Bangkok, no. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, 10330.

Directors in Attendance

- | | | |
|----|----------------------------|--|
| 1. | Mr. Pradit Phataraprasit | Chairman of Board of Directors, Independent Director, Chairman of Remuneration Committee, Audit Committee Member |
| 2. | Mr. Lee Chye Tek Lionel | Director, Executive Director, Remuneration Committee Member |
| 3. | Mr. Lee Chye Cheng Adrian | Director, Executive Director |
| 4. | Mr. Tan Chin Kwang Johnson | Director, Executive Director, Chief Executive Officer |
| 5. | Ms. Nuch Kalyawongsa | Director, Executive Director, Company Secretary |
| 6. | Mr. Sataporn Amornvorapak | Director, Executive Director, Chief Financial Officer |
| 7. | Mr. Roland Pang Tze Vui | Director |
| 8. | Mr. Kitti Gajanandana | Independent Director, Chairman of Audit Committee, Remuneration Committee Member |

The attendance is deemed 89% of the total number of the Company's directors.

Auditor: Miss Wilai Soonthornwanee, EY Co., Ltd.

Legal Advisor: Mr. Supachai Arunthamsakul, International Legal Counsellors Thailand Ltd.

Preliminary Proceedings

Mr. Pradit Phataraprasit was the Chairman of the Meeting. The Chairman announced that as there were 364 shareholders present in persons and by proxies, representing 1,496,161,099 shares, being 41.85% of the total issued shares of the Company (total paid-up shares of the Company were 3,575,424,125 shares), a quorum was thus constituted. The Chairman then declared the Meeting duly convened to consider the follows agenda:

1. To certify the minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed that the Meeting certify the minutes of the 2014 Annual General Meeting of Shareholders held on 23 April 2014, the copy of which was sent to the shareholders together with the notice.

Resolution The Meeting resolved that the minutes of the 2014 Annual General Meeting of Shareholders, be certified by 1,579,994,026 votes with disapproval by 0 votes and 0 votes for abstention. (The total votes in favor of this agenda equaled to 100% of the total votes of shareholders in attendance).

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 405 shareholders, representing 1,579,994,026 shares, attending the Meeting in this agenda.

2. To acknowledge the Company's operating results in respect of the fiscal year ended 31 December 2014 and the annual report of the Board of Directors for the fiscal year ended 31 December 2014

The Chairman proposed that the Meeting acknowledge the Company's operating results in respect of the fiscal year ended 31 December 2014 and to consider and the annual report of the Board of Directors for the fiscal year ended 31 December 2014 of which the details were set out in the annual report of the Company that was sent to shareholders together with the notice of this meeting.

The Company's management team delegated Mr. Sataporn Amornvorapak, the Company's Director and Chief Finance Officer to report to the Meeting of the operating results of the Company for the year ended as at 31 December 2014 as follows:

Pre-sales of the Company in 2014 totaled Baht 3,095 million, consisting of Baht 25 million, 736 million, 1,093 million, 295 million, 417 million, and 529 million for Northpoint, the River, 185 Rajadamri, Zire Wongamat Pattaya, Unixx South Pattaya, and the Lofts Ekkamai respectively.

The Company had backlog of Baht 9,705 million as of 31 December 2014. The backlog consists of Baht 310 million, 3,323 million, 2,412 million, 1,847 million, and 1,814 million for the River, 185 Rajadamri, Zire Wongamat Pattaya, Unixx South Pattaya, and the Lofts Ekkamai respectively. In addition, the Company has unsold inventory of Baht 6,280 million consisting of Baht 1,844 million, 1,810 million, 553 million, 1,665 million and 407 million for the River, 185 Rajadamri, Zire Wongamat Pattaya, Unixx South Pattaya, and the Lofts Ekkamai respectively. Thus, the combined value of backlog and unsold inventory was equivalent to Baht 15,985 million.

Progresses of the on-going projects of the Company were as followings:

(1) The River

The construction of this project was completed. As at 31 March 2015, the total sale of this project was 88% of the value of the project and 92% in term of number of units. Transfer totaled 97% of total pre-sales.

(2) 185 Rajadamri

The construction of this project was completed. As at 31 March 2015, the total sale of this project was 84% of the value of the project and 92% in term of number of units. Transfer totaled 70% of total pre-sales.

(3) Zire Wongamat Pattaya

The construction of this project was completed. Transfer of ownership commenced at the end of 2014. As at 31 March 2015, the total sale of this project was 83% of the value of the project and 91% in term of number of units. Transfer totaled 23% of total pre-sales.

ENCLOSURE 1

(4) Unixx South Pattaya

The construction of this project was 75% completed as at 31 March 2015. The total sale was 58% of the total value of the project with the total sale of the condominium units of 63% of the total number of the project's units.

(5) The Lofts Ekkamai

The construction of this project was 23% completed as at 31 March 2015. The total sale was 82% of the total value of the project with the total sale of the condominium units of 85% of the total number of the project's units.

In addition, the Company achieved a selling price per square meter of Baht 460,000, which was considered extremely high for Thailand's condominium market. In addition, the Company achieved less than 1% of transfer failure rate, as customers who required home mortgage to purchase the Company's products constituted less than 20% of total pre-sales. Thus, this group of customers was not affected by high household debt to GPD. In addition, the Company's project in Pattaya was not materially affected by Russian customers. Russians constituted only 18% and 10% of total pre-sales for Zire Wongamat Pattaya and Unixx South Pattaya respectively. In addition, the Company had collected over 60% and 25% of total pre-sales, thus limiting the risks of transfer failure rate.

For the Company's operating results for the year 2014, the Company earned net profit in the amount of approximately Baht 1,225 million. The Company had income from units transferred approximately Baht 6,547 million. Gross and net margin also improved from 35.9% in 2013 to 41.5 in 2014, and 12.9 in 2013 to 18.4 in 2014 respectively. In addition, the Company completely eliminated retained loss and reduced its non-interest bearing debt to equity ratio from 4.0x in 2012 to 1.0x in 2014.

Resolution The Meeting resolved that the Company's operating results in respect of the fiscal year ended 31 December 2014 and the annual report of the Board of Directors for the fiscal year ended 31 December 2014, be acknowledged as per presented above.

3. To consider and approve the audited financial position statement and profit and loss statement for the fiscal year ended 31 December 2014

The Chairman proposed that the Meeting consider and approve the audited financial position statement and profit and loss statement for the fiscal year ended 31 December 2014 of which the details are set out as part of the annual report sent to shareholders together with the notice of this meeting.

The Chairman delegated Mr. Sataporn Amornvorapak, the Company's Director and Chief Finance Officer to report to the Meeting of the audited financial position statement and profit and loss statement for the fiscal year ended 31 December 2014 as follows:

For the Company's operating results for the year 2014, the Company earned net profit in the amount of approximately Baht 1,225 million, considered the highest in 14 years since 2000. The Company had income from units transferred approximately Baht 6,547 million. Net operating expenses and EBITDA (Earnings before Interest, Tax, Depreciation and Amortization) totaled Baht 4,681 million and Baht 1,966 million respectively. EBITDA increased approximately by 64% for the period.

In addition, in the year 2014, the Company impaired assets in the amount of Baht 135 million, had interest expense in the amount of Baht 134 million and corporate income tax of Baht 414 million, resulting in the Company having the net profit for the year 2014 in the amount of approximately Baht 1,225 million and achieved higher gross profit and net profit margins than those of 2013.

As for the financial position statement (balance sheet) of the Company, the Company's cash for the year 2014 reduced when compared to that of 2013 due to debt repayment in association with development loans for the River and 185 Rajadamri. Presently, the Company has completely paid back loans in relation to these two projects, thus allowing the Company to utilize all the income in relation to such projects for corporate investment purposes.

As to the liabilities of the Company for the year 2014, interest-bearing debt totaled Baht 3,538 million, a reduction of 35% compared to that of 2013. The reduction was attributable to repayment of development

loans. In addition, the Company had non-interest-bearing debt of Baht 4,108 million which constituted mainly of customers' deposits.

The Company's shareholders equity totaled Baht 3,544 million in 2014 as compared to Baht 2,306 million in 2013, representing an increase of 54%. Interest-bearing debt to equity ratio reduced from 2.4x in 2013 to 1.0x in 2014.

Summary of Q&A during the agenda

Question

From: Mr. Surachet Viriyakul (shareholder)

The shareholder would like the Company to explain the difference between project development cost which totaled Baht 8,451 million and the sum of backlog and unsold inventory which totaled approximately Baht 15,000 million. The shareholder believed that project development cost as recorded on balance sheet should be equivalent to the sum of backlog and unsold inventory.

Answer

Mr. Sataporn Amornvorapak explained that project development cost recorded on balance sheet represented the amount the Company had paid for developments so far. However, backlog value is based on project value. For example, if a project was worth Baht 4,000 million, assuming a 10% net profit margin, the Company would have had development cost for such project of Baht 3,600 million. Assuming the project was 75% completed, the Company would have had recorded on balance sheet Baht 2,700 million as development cost for such project (Baht 2,700 million being equivalent to 75% of Baht 3,600 million). Thus, project development cost recorded on balance sheet would not have had the same amount with the sum of backlog and unsold inventory. However, once the project is completed, project development cost and the sum of backlog and unsold inventory should be the same, after netting the project's profits.

Resolution

The Meeting resolved that audited financial position statement and profit and loss statement for the fiscal year ended 31 December 2014, be approved by 1,566,752,922 votes with disapproval by 0 votes and 22,377,100 votes for abstention. (The total votes in favor of this agenda equaled to 98.59% of the total votes of shareholders in attendance).

Remarks

In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 491 shareholders, representing 1,589,130,022 shares, attending the Meeting in this agenda.

4. To consider and approve the allocation of profit as legal reserve and the non-payment of dividends in respect of the operating results for the fiscal year ended 31 December 2014

Agenda 4.1: To consider and approve the allocation of profit as legal reserve for the fiscal year ended 31 December 2014

The Chairman delegated Mr. Sataporn Amornvorapak, the Company's Director and Chief Finance Officer, to inform the Meeting on the allocation of profit as legal reserve as followings:

For the fiscal year ended 31 December 2014, the Company's audited separate financial statements recorded retained profit of Baht 1,228,214,838, which was profit for the year of Baht 1,832,170,414, net of retained loss carried forward of Baht 604 million as at 1 January 2014. Thus, basing on minimum legal reserve ratio of 5% of net profit, the Company proposed allocation of profit of Baht 62 million as legal reserve.

The Chairman thus proposed to the shareholders to consider and approve the allocation of profit as legal reserve.

Resolution

The Meeting resolved that the allocation of profit as legal reserve for the fiscal year ended 31 December 2014 according to the above details, be approved by 1,579,643,978 votes with disapproval by 34,781,410 votes and 549,800 votes for abstention. (The total votes in favor of this agenda equaled to 97.81% of the total votes of shareholders in attendance).

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 605 shareholders, representing 1,614,975,188 shares, attending the Meeting in this agenda.

Agenda 4.2: To consider and approve the non-payment of dividends in respect of the operating results for the fiscal year ended 31 December 2014

The Chairman delegated Mr. Sataporn Amornvorapak, the Company's Director and Chief Finance Officer, to inform the Meeting on the non-payment of dividends for fiscal year ended 31 December 2014 as followings:

The Company had a dividend policy of paying dividends not exceeding 50% of the net profits of the Company after deducting income tax and appropriation of legal reserve provided that the Company has profits and no retained loss.

However, the Board of Directors had a resolution for a non-payment of dividends for the fiscal year ended 31 December 2014. The Company had an objective to preserve the Company's cash and cash equivalents for future investments, which would consequently generated more returns to shareholders.

The Chairman delegated Mr. Tan Chin Kwang Johnson, the Company's Director, Executive Director and Chief Executive Officer, to inform the Meeting on future projects:

For 2015, the Company's business plans can be classified as followings:

- New initiatives, with following details:
 - Develop low-rise estates under Limited Edition Series
 - Launched an inaugural project for Limited Edition Series: Yen Akart Project
 - Secured land plots for future developments to generate earnings. The Company had already secured a land plot on Asoke Road, with the size of 1-2-55 Rai.
- Follow-up initiatives, with following details:
 - Completion of Unixx South Pattaya by the fourth quarter of 2015
 - Continuation of transfer at 185 Rajadamri and Zire Wongamat Pattaya

Construction of Unixx South Pattaya shall be completed and transfer shall be commenced by end of 2015. As at end of 2014, the Company has backlog totaling Baht 9,705 million.

Mr. Sataporn Amornvorapak added that although the Company did not pay dividends as described above, the Board of Directors had a resolution to issue warrants (RML-W4) as returns to shareholders. Agenda relation to warrants shall be proposed to the shareholders during the Extraordinary General Shareholders' Meeting No. 1/2015 ("EGM 01/2015"), to be held on 29 May 2015 for consideration and approval.

Summary of Q&A during the agenda

Question From: Mr. Rattapong (shareholder, did not declare last name)
Please provide details on RML-W4

Answer Mr. Tan Chin Kwang Johnson informed that the issue ratio for RML-W4 shall be 4 ordinary shares to 1 warrant, with an exercise price of Baht 1.97 per share. Shareholders will be able to trade RML-W4 on Stock Exchange of Thailand. However, the issuance of RML-W4 is subject to shareholders' approval during EGM 01/2015.

Question

From: Mr. Chavalit Visaralkul (shareholder)

Please explain the Company's funding plan given that the Company currently did not have access to capital until RML-W4 was issued.

Answer

Mr. Tan Chin Kwang Johnson informed that capital from warrant conversion was not the main objective of issuing RML-W4. The main objective of RML-W4 was to provide shareholders with a type of returns. Shareholders could elect to convert RML-W4 into ordinary shares or to trade RML-W4 on the Stock Exchange of Thailand. In addition, RML-W4 was not subject to withholding tax of 10%. Thus the issuance of RML-W4 was believed to be a good solution for both shareholders and the Company.

Question

From: Mr. Sorayut Issarakul (name was not pronounced clearly)

Given that the Company decided not to pay dividends for future investments, please provide details of future projects.

Answer

Mr. Tan Chin Kwang Johnson informed the shareholders that the Company recently secured a land plot on Soi Yen Akart 2. The development on the plot would be a low-rise project with each unit having a land area of 60-120 SQW. The project was well received among customers despite no official launch. In addition, the Company expected a premium price for this project given limited supply of landed property in central Bangkok. The Yen Akart project is part of Limited Edition Series which meant that availability of such product would be difficult to come by given scarcity of land in central Bangkok. In addition, low-rise development normally took less than 24 months to complete as compared with 24-36 months for high-rise project. Thus, the Company should be able to recognize revenue from transfer faster should the Company proceed with low-rise development.

Additionally, the Company recently secured a land plot on Asoke Road for the development of the Lofts Asoke, following the success of the Lofts Ekkamai. The development is located within 150 meters from MRT station. Although the Lofts Ekkamai was not catered to the ultra-luxury segment, it provided the Company with significant earnings. The Company realized that development focusing on modern/trendy lifestyle was a viable concept as evidenced by the Lofts Ekkamai which was 82% sold. The Lofts Asoke was planned to be launched within 2015.

Question

From: MD. Sakchai Chantramornkul (shareholder)

The shareholder asked whether the Company would reconsider to pay dividends to shareholders first, and then find an alternative source of capital for future development. For example, the shareholder proposed the adjustment of exercise price of warrants series 3 (RML-W3)

Answer

Mr. Wit Suthirachartkul, Investor Relations Officer, explained to the shareholders that the adjustment of exercise price of RML-W3 would be possible if and only if certain events as stated in terms and conditions of RML-W3 materialized. For example, in the case the Company issued ordinary shares or convertible securities with exercise price of less than 10% to market price, the exercise price of RML-W3 could be adjusted. Otherwise, the Company had no authority to proceed with exercise price adjustment.

Question

From: Mr. Mongkol (shareholder; did not declare last name)

The shareholder expressed his concerns that the Company would not declare dividend payment going forward given the need for future investments. In addition, the shareholder questioned whether the Company complied with the dividend policy of paying dividends not exceeding 50% of the net profits of the Company.

Answer

Mr. Tan Chin Kwang Johnson expressed his understanding of the shareholders' need for returns on capital. At the same time, the Company had to be cautious about its balance sheet, given that property industry is cyclical. It was decided that the Company should

have balance sheet flexibility. It was agreed that borrowing to pay dividends could be an option. However, to the Company's interests, such approach would not be deemed optimal as the Company would be burdened with more interest expenses. Mr. Tan Chin Kwang Johnson also cited samples from Apple and Microsoft as one of the leading global companies that did not have aggressive dividend policy.

Resolution The Meeting resolved that the non-payment of dividends in respect of the operating results for the fiscal year ended 31 December 2014 according to the above details, be approved by 1,548,504,877 votes with disapproval by 66,131,511 votes and 338,800 votes for abstention. (The total votes in favor of this agenda equaled to 95.88% of the total votes of shareholders in attendance).

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 605 shareholders, representing 1,614,975,188 shares, attending the Meeting in this agenda.

5. To consider and approve the appointment of directors replacing those who retire by rotation for another term

The Chairman informed the Meeting that according to the Public Companies Act B.E. 2535 at every annual general meeting of shareholders, one-third (1/3) of the directors, or if it was not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a public company. In subsequent years, the directors who occupied the position for the longest period must retire by rotation. At the 2014 Annual General Meeting of Shareholders, the directors who retired by rotation were as follows:

1. Mr. Pradit Phataraprasit
2. Mr. Lee Chye Cheng Adrian
3. Ms. Nuch Kalyawongsa

Summary of Q&A during the agenda

Question From: Mr. Surachet Viriyakul (shareholder)

Please explain whether the Company had considered cumulative voting scheme for the election of directors

Answer The Chairman informed that the Company would take the cumulative voting scheme into consideration.

Resolution The Meeting resolved that

1. Mr. Pradit Phataraprasit be re-appointed as the Company's directors for another term by 1,608,752,887 votes with disapproval by 5,678,700 votes and 644,001 votes for abstention. (The total votes in favor of this agenda equaled to 99.60% of the total votes of shareholders in attendance).
2. Mr. Lee Chye Cheng Adrian be re-appointed as the Company's directors for another term by 1,529,776,387 votes with disapproval by 84,455,200 votes and 844,001 votes for abstention. (The total votes in favor of this agenda equaled to 94.72% of the total votes of shareholders in attendance).
3. Ms. Nuch Kalyawongsa be re-appointed as the Company's directors for another term by 1,531,315,187 votes with disapproval by 75,422,000 votes and 8,338,401 votes for abstention. (The total votes in favor of this agenda equaled to 94.81% of the total votes of shareholders in attendance).

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 609 shareholders, representing 1,615,075,588 shares, attending the Meeting in this agenda.

6. To consider and approve the determination of the directors' remuneration for the year 2015

The Chairman informed that directors' remuneration for 2015 was determined for not more than Baht 5,000,000 whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favor of the independent directors for the year 2015 as deemed appropriate, provided that; in considering the determination of the directors' remuneration, the Board of Directors shall consider the results of the Company' performance of previous year together with the comparison and the referenced business of same nature as well as an average of the directors' remuneration of other businesses with the same size and the growth of business and profit of the Company.

Resolution The Meeting resolved that the directors' remuneration for 2015 according to the above details be approved by 1,606,117,387 votes with disapproval by 8,173,300 votes and 758,601 votes for abstention. (The total votes in favor of this agenda equaled to 99.45% of the total votes of shareholders in attendance).

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 610 shareholders, representing 1,615,076,288 shares, attending the Meeting in this agenda.

6. To consider and approve the appointment of the Company's auditors and their audit fee for 2015

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 required that every year the annual general meeting of shareholders appointed the Company's auditors and determined their remuneration. The existing auditors might be reappointed.

In addition, the notification of the Securities and Exchange Commission no. Kor Jor. 39/2548 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies (item no. 20) and the notification of the Capital Market Supervisory Board no. Tor Jor. 11/2552 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies required that such companies ensured the rotation of their auditors if such auditors had performed their duties for 5 consecutive accounting years. However, the Company was not required to engage a new audit firm which meant that the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommended that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2015 with their audit fee of not more than Baht 1,520,000 per annum.

No relationships or interests arose between the nominated auditors and the Company or any of its executives, major shareholders or their affiliates.

The Chairman therefore proposed that the Meeting consider and approve the appointment of Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2015 with their audit fee of not more than Baht 1,520,000 per annum.

Resolution The Meeting resolved that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd., be appointed as the Company's auditors with their audit fee of not more than Baht

1,520,000 per annum by 1,614,936,588 votes with disapproval by 170,000 votes and 147,800 votes for abstention. (The total votes in favor of this agenda equaled to 99.98% of the total votes of shareholders in attendance)

Remarks In this agenda, there were shareholders joining the Meeting after the Meeting convened. As a result, there were 613 shareholders, representing 1,615,254,388 shares, attending the Meeting in this agenda.

7. **To consider any other business (if any)**

The Chairman asked the shareholders whether any person would like to express opinions or ask questions.

Summary of Q&A during the agenda

Question From: Mr. Chainet Tharnpermkajorn (proxy)

Please provide further details on the Lofts Asoke. Please provide details on project value and any other upcoming projects.

Answer Mr. Tan Chin Kwang Johnson informed the Meeting that the Company was currently finalizing details of the project such as specification and design of units which would ultimately impact the project value. Estimated project value, however, should be higher than that of the Lofts Ekkamai which was Baht 2,300 million, given the project's superior location and specification. Estimated range was around Baht 2,500 million to Baht 3,000 million. In addition, the Company was considering several land plots, with one being located on Sathorn Road. Should the Company develop a project on Sathorn Road, the project value should be comparable to that of 185 Rajadamri.

Question From: Mr. Kajit Luanpichpong (shareholder)

Question was directed to Mr. Lee Chye Tek Lionel: please provided your evaluation, as a shareholder, on the Company's performance along with that of Chief Executive Officer.

Answer Mr. Lee Chye Tek Lionel informed the Meeting that a lot of work had been done during the past three years, especially on company restructuring, which resulted in improved company performance. Mr. Tan Chin Kwang Johnson performed his duty well as evidenced by the sales of the Lofts Ekkamai with 82% of project value sold. In addition, the Lofts Ekkamai was well received by foreigners, reaching the project's foreign limit quota. With the aim to generate consistent income, the Company was looking for alternative investments for rental incomes.

Mr. Tan Chin Kwang Johnson added that given the Company was in retained loss for the past years, it was not able to secure prime land plot. However, given improved balance sheet, the Company expected to secure prime land plot for high-end development. As the high-end segment constituted only 2-4 percent of total property industry, the Company also considered other niches within the segment such as low-rise development.

Question From: Mr. Mongkol Komet (shareholder; name was not pronounced clearly)

The shareholder would like to inquire about the case where the Company was alleged to misrepresent and/or underrepresented its products and services. The allegation was made by Ms. Wanida, a customer who bought a unit at Zire Wongamat Pattaya, back in December 2014.

Answer The Chairman informed the Meeting that he, as an Audit Committee Member, and Mr. Kittu Gajanandana, as the Chairman of the Audit Committee, would take this issue into consideration

Mr. Kittu Gajanandana further informed the Meeting that he was made aware of Ms. Wanida's case which involved electric transformer. Discussion had been made within the management, and he would take this issue into consideration.

ENCLOSURE 1

Question

From: Mr. Suchet Viriyakul (shareholder)

The Company announced its intention to join anti-corruption movement. Please inform whether the Company had any plan to get CAC certification.

Answer

Ms. Nuch Kalyawongsa informed the Meeting that the Board of Directors had already approved of the Company's intention to participate in CAC along with anti-corruption movement. Currently, the Company had assigned the Company's internal auditor to study the details of how to proceed with such certification.

Question



From: Mr. Chiang Chuan Chen (name and status not declared clearly)

The shareholder asked whether the Company had a policy to provide any guidance on net profits and margins. The shareholder also asked why the Company decided not to pay dividends.

Answer

Mr. Tan Chin Kwang Johnson informed the Meeting that the Company was not allowed to provide guidance on net profits and margin under SEC rules and regulations. However, net profit margin for 2014 was considered high at 18%. With regards to non-payment of dividends, given that the Company is in a cyclical business, it is decided that a strong balance sheet was required for the Company to weather through any downturns. Therefore, a dividend policy where dividends were paid on a consistent basis may not fit with the Company which engaged in property sector.

The meeting is adjourned at 12.20 p.m.

(Signed by)  
(Mr. Pradit Phataraprasit) Chairman

Attachment 2: Capital Increase Report Form

(F53-4)

Capital Increase Report Form

Raimon Land Public Company Limited

7 April 2015

We, Raimon Land Public Company Limited (the "Company"), hereby notify the resolution of the Board of Directors Meeting No. 3/2015, held on 7th April 2015 during 2:00 p.m. to 4:00 p.m. in respect of the capital reduction / and increase and share allotment as follows:

1. Capital reduction/Increase:

The Board of Directors' Meeting has resolved to approve:

- a) the reduction of the company's registered capital from THB 4,558,280,156 to be THB 4,558,264,440 by cancelling 15,716 authorized but unissued ordinary shares at a par value of THB 1 each, totaling THB 15,716 (except for the shares which were reserved for the exercise of the remaining warrants allotted to shareholders No. 3 (RML-W3) and the shares reserved for the exercise of the remaining warrants allotted to directors, managements, and employees No. 2 (RML-WB) in the amount of 893,840,315 shares and 89,000,000 shares, respectively) and
- b) the increase of the company's registered capital from THB 4,558,264,440 to be THB 5,809,662,000 by issuing 1,251,397,560 ordinary shares at a par value of THB 1 each, totaling THB 1,251,397,560. The capital increase is categorized as follow:

Capital Increase	Type of Share	Number of Shares (Shares)	Par Value (THB/Share)	Total (THB)
Specifying the purpose of utilization of proceeds	Ordinary Shares	893,856,031	1.00	893,856,031
General Mandate	Ordinary Shares	357,541,529	1.00	357,541,529

Attachment 2: Capital Increase Report Form

2. Allotment of new shares:

2.1 Details of the allotment of new shares in form of specifying the purpose of utilization of proceeds

Allotment	Number of Shares	Percentage of New Shares to Paid Up Capital	Offering Price (THB/Share)	Subscription and payment period
To reserve for the exercise of the warrants to be issued to existing shareholders No. 4 ("RML-W4")	893,856,031	25.0	Free of charge with the exercise price of THB 1.97 per share	Please refer to the Enclosure 1 for Indicative terms of RML-W4

2.2 Details of the allotment of ordinary shares in form of general mandate

Allotment	Number of Shares	Percentage of New Shares to Paid Up Capital	Offering Price (THB/Share)	Subscription and payment period
Private placement	357,541,529	10.0	Not lower than 90 percent of market price* but in any event, not lower than Baht 2	The Board of Directors is authorized to determine the offer price and any terms and details of the offer of such new shares

*The market price means the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the Board of Directors approved to offer the new shares which would be the date before offering date of the new shares to such Investor(s)

2.3 Action to be taken by the Company when there are fractions of shares

If there are fraction of shares which is less than Board Lot on the main board of the Stock Exchange of Thailand ("SET") as a result of the exercise of RML-W4 at any exercise, except for the last exercise of RML-W4, such fraction of shares shall be carried forward and exercisable during the last exercise period.

If the last exercise of RO-W4 results in any fraction of shares which is less than Board Lot, such fraction of shares shall be discarded.

2.4 Unallotted remaining shares

357,541,529 shares to be allotted by way of private placement, provided that the Board of Directors is authorized to allot such new shares in one or several tranches from time to time but such allotment must be completed on or before the date that the Company held its next annual general meeting of shareholders or

Attachment 2: Capital Increase Report Form

the date that the law required the Company to hold its next annual general meeting of shareholders, whichever was earlier, as well as to determine the details of the allotment such as subscription/offer price, terms, subscription/offering period, other relevant details of the allotment of such new shares including the determination of "market price" in accordance with the relevant notification of the SEC.

3. Schedule for a Shareholders Meeting to approve the capital reduction and increase and the allocation of shares:

The Extraordinary General Meeting of Shareholders No. 1/2015 is scheduled to be held on 29 May 2015 at 9:30 a.m. at Siam Kempinski Hotel Bangkok, 991/9 Rama I Road, Pathumwan, Bangkok 10330. The record date which is used to determine the names of shareholders entitled to attend the meeting is fixed on 22nd April 2015 ("Record Date"). The list of shareholders' names shall be gathered pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book ("Closing Date") on 23rd April 2015.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

The Company will apply for the registration of the increase of its registered capital and the paid-up capital with the Department of Business Development, Ministry of Commerce as well as the listing of RML-W4 and the new ordinary shares resulted from the exercise of RML-W4 as listed securities with the SET.

5. Objective of the capital increase and utilization of proceeds derived from capital increase:

- To accommodate the exercise of RML-W4
- To use the proceeds derived from the capital increase as working capital, to fund the investments, to repay debts and to be used for other activities as it is deemed appropriate

6. Benefits in which the Company and shareholders will receive from the capital increase/share allotment:

- To fund the business operation and expansion

7. Other details necessary for shareholders to approve the capital increase/share allotment:

- None -

Attachment 2: Capital Increase Report Form

8. Schedule of actions if the board of directors passes the resolutions approving the capital increase and allotment of new shares:

The Board of Directors' Meeting approving the allotment of the new shares	7 th April 2015
Notification of the Board of Directors' resolutions to the Stock Exchange of Thailand	8 th April 2015
Record Date	22 nd April 2015
Closing Date	23 rd April 2015
The Extraordinary General Meeting of Shareholders No. 1/2015 ("EGM")	29 th May 2015
Notification of shareholders' resolutions to the Stock Exchange of Thailand	On or before 2 th June 2015
Registration of the resolutions of the EGM regarding capital increase with the Ministry of Commerce	Within 14 days from the day of Shareholders Meeting

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

(Authorized Directors' signatures and the Company's seal)

(Mr. Sataporn Amornvongrak)

Director

(Ms. Nuch Kalyawongsa)

Director

Preliminary Details of Warrants to Purchase Ordinary Shares of Raimon Land Public Company Limited
(RML-W4)

1. Indicative features of the warrants

Issuer	:	Raimon Land Public Company Limited (the "Company")
Title	:	Warrants to purchase ordinary shares of Raimon Land Public Company Limited, to be offered to existing shareholders of the Company by way of rights issue ("RML-W4").
Type	:	Registered and transferable warrants
Term of warrants	:	3 years from the issuance date of RML-W4
Number of warrants issued and offered	:	No more than 893,856,031 units, representing 25.0% of the total shares of the Company which have voting rights as at 3 rd April 2015 (being 3,575,424,125 shares)
Offering Price	:	THB 0/unit of RML-W4
Offering method	:	RML-W4 will be allotted to the Company's existing shareholders whose names appeared on the share register book on 9 June 2015 which is determined as the Record Date, provided that the closing date of the share register book for the purpose of gathering shareholders' names in accordance with Section 225 of the Securities and Exchange Act is fixed on 10 June 2015.. The warrants will be offered with no consideration at the ratio of 4 ordinary shares to 1 unit of RML-W4. Fraction of the shares shall be discarded.
Number of shares reserved for exercise of warrant	:	Not more than 893,856,031 shares at par value of THB 1 per share or 25.0% of total issued shares of the Company as of 3 rd April 2015 (being 3,575,424,125).

Attachment 3: Preliminary Details of RML-W4

The total number of shares reserved for the exercise of RML-W4 shall not exceed 50% of total issued shares of the Company which complies with the relevant rules stipulated by the notification of the Capital Market Supervisory Board.

- Exercise Ratio : 1 unit of RML-W4 for 1 new ordinary share, subject to the adjustment of exercise ratio under the Terms and Conditions of RML-W4
- Exercise Price : THB 1.97, subject to the adjustment of exercise price under the Terms and Conditions of RML-W4
- Issuance Date : RML-W4 will be allotted to the existing shareholders within 1 year after obtaining approval from shareholders' meeting. The Board of Directors and/or the designated person will later determine the issuance date.
- Exercise period and conditions : After issuance date of RML-W4, all RML-W4 issued can be exercisable immediately on the last business day of March, June, September and December throughout the term of RML-W4 (the "Exercise Date"). The first Exercise Date shall be the relevant Exercise Date following the issuance date ("First Exercise Date"). The last exercise date shall be the date falling 3 years from the issuance date of RML-W4 ("Last Exercise Date").

If the Last Exercise Date falls on the non-business day of the Company, such Last Exercise Date shall be changed to the last business day preceding the Last Exercise Date. The exercise period shall not be less than 5 business days prior to the relevant Exercise Date ("Exercise Period") and, the last exercises period shall not be less that 15 days prior to the Last Exercise Date.

Attachment 3: Preliminary Details of RML-W4

Any RML-W4 which remains unexercised can be carried forward to be exercisable on the next Exercise Date throughout the term of RML-W4. After the expiration of RML-W4, all unexercised RML-W4 will become invalid and be cancelled.

Secondary market for warrant	:	The Company will list RML-W4 as listed securities on the SET
Secondary market for ordinary shares	:	The Company will list the ordinary shares (as a result of the exercise of RML-W4) as listed securities on the SET
Registrar	:	Thailand Securities Depository Company Limited
Reasons for issuing new ordinary shares to reserve for the right adjustment	:	When there is an adjustment of the exercise price and ratio according to the adjustment of conditions under the Terms and Conditions of RML-W4
Conditions for the right adjustment	:	<p>To preserve the rights and benefits of warrant holder, the Company shall adjust the exercise price and the exercise ratio throughout the term of RML-W4 when any of the following events occurs:</p> <ol style="list-style-type: none">(1) change of par value as a result of either share combination or share split; or(2) offer of new shares with the average issuing price of lower than 90% of the market price of the Company's shares;(3) offer of newly issued securities in form of convertible debentures or warrants with the average conversion or exercise price of lower than 90% of the market price of the Company's shares;(4) issue of stock dividend whether in whole or in part to shareholders;(5) distribution of cash dividend of more than 90% of the net profit after tax according to the Company's separate financial statements in respect of any fiscal year during the term of RML-WC;(6) Any events not mentioned in (1) to (5) above adversely affecting on the returns that the

warrantholders shall receive when exercising
RML-WC

Other benefits : - None -

Other conditions : The Board of Directors or any other person(s) designated by the Board of Directors is authorized to prepare the Terms and Conditions of RML-W4 and to amend criteria, terms, conditions and other relevant details of the issue of RML-W4 in order to comply with the law and notification of the relevant authority. In addition, they shall have the signing authority for relevant documents as well as the authority to undertake necessary and appropriate activities related the issuance of RML-W4, including the listing of RML-W4 and the listing of new ordinary shares resulted from the exercise of RML-W4 on the SET as well as obtaining necessary approvals from relevant regulators.

2. Necessity of offering securities

The Board of Directors has opined that the exercise price of THB 1.97, which has a premium of 15% from the market price, is appropriate as the market price determination by referring to the 7-day weighted average trading price of the Company's shares prior to the date on which the Board approved this issue of RML-W4 (calculated from the market price during 26th March 2015 and 3rd April 2015 at THB 1.71 per share) is reasonable and appropriate as it reflects the actual trading of the Company's shares in the market.

3. Dilution effects of the issue and offer for sale of RML-W4 on the shareholders

3.1 Price Dilution

Given that the exercise price is set at premium to the market price, if all 893,856,031 units of RML-W4 are exercised, the share price will not be diluted (No price dilution) based on the assumption of the market price of THB 1.71 per share which is calculated from the weighted average of the Company's share price for the period of 7 consecutive trading days prior to the date of the Board of Directors Meeting (7th April 2015) and the exercise price of THB 1.97.

3.2 Control Dilution

If all 893,856,031 units of RML-W4 are exercised, while the Company's total issued shares equal to 3,575,424,125 shares, the control dilution will be 20.0%. Details of the calculation are as follow:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Reserved shares}}{\text{Paid-up shares} + \text{Reserved shares}} \\
 &= \frac{893,856,031}{3,575,424,125 + 893,856,031} = 20.0\%
 \end{aligned}$$

บริษัท ไรมอน แลนด์ จำกัด(มหาชน)

Raimon Land Public Company Limited

ข้อมูลกรรมการตรวจสอบซึ่งผู้ถือหุ้นสามารถมอบฉันทะให้เป็นตัวแทนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2558

Information of the members of Audit Committee authorised by shareholder to be their proxies at the Extraordinary

General Meeting of Shareholders No. 1/2015

ชื่อ Name	นายกิตติ ทัศนันท์ Mr. Kitti Gajanandana
ตำแหน่ง Position	ประธานกรรมการตรวจสอบ/ กรรมการอิสระ กรรมการพิจารณาคำตอบแทน Chairman of the Audit Committee/ Independent Director Remuneration Committee Member
อายุ Age	64 ปี 64 Years Old
ที่อยู่ Address	293/1 ซอยมิตรอนันต์ แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร 10300 293/1 Soi Mitra-a-nand, Kwaeng Thanon Nakornchaisri, Khet Dusit, Bangkok 10300
ส่วนได้เสียทั้งทางตรงและทางอ้อมในวาระที่พิจารณา Direct or indirect interest in the agenda proposed	ไม่มี None

ชื่อ-นามสกุล Name	นายศิริ กาญจเรญดี Mr. Siri Ganjarende
ตำแหน่ง Position	กรรมการอิสระ/ กรรมการตรวจสอบ Independent Director/ Audit Committee Member
อายุ Age	67 ปี 67 Years Old
ที่อยู่ Address	44/2 หมู่ที่ 6 แขวงบางไผ่ เขตบางแค กรุงเทพมหานคร 10160 44/2 Moo 6 Bangpai Sub District, Bangkai District, Bangkok, 10160
ส่วนได้เสียทั้งทางตรงและทางอ้อมในวาระที่พิจารณา Direct or indirect interest in the agenda proposed	ไม่มี None

Raimon Land Public Company Limited

Articles of Association Specifically Related to Shareholders' Meeting and Voting

Article 33 The Board of Directors shall hold the annual general meeting of shareholders within 4 months from the date ending the fiscal period of the Company.

Other meetings of shareholders in addition to the said meeting shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders at any time it deems appropriate. Alternatively, the shareholders holding shares in aggregate amounting to not less 20 per cent of the total number of shares sold, or there are 25 shareholders holding shares in aggregate amounting to not less than 10 per cent of the total number of shares sold, may subscribe their names to prepare a notice requesting the Board of Directors to convene an extra-ordinary meeting of shareholders at any time, but they shall also specify clear reasons for such request in the notice. The Board of Directors shall hold a meeting of shareholders within 1 month from the date of the receipt of the notice.

Article 34 The chairman of the Board of Directors or the director entrusted by the chairman shall determine a date, time and place of a meeting of shareholders. The place of the meeting may be determined to be other place than in the area of which the Company's head office is situated or in a neighboring province.

Article 35 In convening a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying the place, date, time, agendas, and matters to be proposed to the meeting together with appropriate details, and by expressly specifying as to the matters to be set for acknowledgement; approval, or consideration, as the case may be, including opinion of the Board of Directors on said matters, and send the same to the shareholders and the registrar for acknowledgment not less than 7 days before the meeting date. And, the notice of meeting shall also be announced in a newspaper for a consecutive period of 3 days and for not less than 3 days prior to the meeting date.

Article 36 In a meeting of shareholders, there shall be the shareholders and proxies (if any) present at the meeting in a number of not less than 25 persons or not less than one half of the total number of the shareholders, and there shall have shares in aggregate amounting to not less than 1/3 of the total number of shares sold, then, a quorum is formed.

In the case where it is found that at any meeting of shareholders, upon the lapse of 1 hour from the time determined for the commencement of the meeting, the number of the shareholders present is not sufficient to form a quorum as required, if such meeting is convened because the shareholders have requested, it shall be restrained, if such meeting is convened because the shareholders have not requested, it shall be re-convened and the notice of meeting shall be sent to the shareholders not less than 7 days prior to the meeting date.. In the subsequent meeting, no quorum is required.

Article 37 In a meeting of shareholders, the shareholders may authorise other persons as their own proxies to be present and vote at a meeting on their behalf. The A proxy document shall be dated and signed by the shareholders who authorised the persons as their own proxies and shall be pursuant to the form determined by the registrar.

A proxy document shall be submitted to the chairman of the Board or his or her entrusted person at the meeting's place before attending the meeting.

Article 38 The chairman of the Board shall preside over the meeting of shareholders. In the case where the chairman is not present at the meeting or cannot perform his or her duty, then a vice-chairman, if any, shall act as the chairman. If there is no vice-chairman, or, if there is a vice-chairman who, however, cannot perform his or her duty, then the shareholders present at the meeting shall elect one shareholder among them to be the chairman of the meeting.

Article 39 A resolution of the meeting of shareholders shall consist of votes as follows:

- (1) In a normal case, it shall consist of the majority of votes of the shareholders present and voting. In case of an equality of votes, the chairman of the meeting shall have one additional decisive vote.
- (2) In case of the followings, it shall consist of votes of not less than 75 per cent of the total votes of the shareholders present at the meeting and have the right to vote:
 - (a) to sale or transfer of business of the Company, in whole or in essential part, to other persons;
 - (b) to purchase or acceptance of transfer of business of other companies or private companies;
 - (c) to enter into, amend or terminate a contract relating to a lease of business of the Company, in whole or in essential part;
 - (d) to entrust other persons to manage the Company;
 - (e) to join business with other persons with the objectives of sharing profit and loss;
 - (f) to amend the Memorandum of Association or the Articles of Association;
 - (g) to increase or decrease the Company's capital or to issue debentures; and
 - (h) to amalgamate or dissolve the Company.

Article 40 The matters/businesses which an annual general meeting should act are as follows:

- (1) to reviewing the Board of Directors' report regarding the Company's operating performance during the previous period as proposed to the meeting;
- (2) to consider and approve the balance sheet and the profit and loss statement;
- (3) to consider the allocation of profits;
- (4) to consider the election of new directors in place of those who shall retire upon the expiration of their terms;
- (5) to consider the appointment of the auditor and determine the auditor's remuneration; and
- (6) Other business.

Raimon Land Public Company Limited

List of documents or evidence verifying the identity of shareholder or its proxy entitled to attend the meeting which shall be presented on the date of the shareholders' meeting

The policy of the Board of Governors of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence verifying the identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

1. Natural person

1.1 *Thai nationality*

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 *Non-Thai nationality*

- (a) Passport of the shareholder; or
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 *Juristic person registered in Thailand*

- (a) Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 *Juristic person registered outside of Thailand*

- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.30 - 9.30 a.m. on Friday 29th May 2015.

Enclure 7

บริษัท ไรมอน แลนด์ จำกัด(มหาชน) (Raimon Land Public Company Limited)

แผนที่: สถานที่จัดการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2558

(Map: Venue of the Extraordinary General Meeting of Shareholders No. 1/2015)

โรงแรมสยาม เคมปินสกี กรุงเทพฯ 991/9 ถ. พระราม 1 ปทุมวัน กรุงเทพฯ 10330, โทร 02-162-9000

Siam Kempinski Hotel Bangkok, Rama 1 Road 991/9, 10330 Bangkok, Tel: 02-162-9000

